

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

		X
	:	No. 1:12-MD-02389-RWS
IN RE FACEBOOK, INC., IPO SECURITIES	:	
AND DERIVATIVE LITIGATION,	:	
	:	
	:	
GAYE JONES and HOLLY	:	
MCCONNAUGHEY, Derivatively on Behalf	:	
of FACEBOOK, INC.,	:	
	:	
	:	
Plaintiffs,	:	
	:	
vs.	:	
	:	
MARK ZUCKERBERG, MARC L.	:	
ANDREESSEN, ERSKINE B. BOWLES,	:	
JAMES W. BREYER, DONALD E.	:	
GRAHAM, REED HASTINGS, SHERYL K.	:	
SANDBERG, PETER A. THIEL, DAVID	:	
EBERSMAN, CIPOLA HERMAN, MORGAN	:	
STANLEY & CO. LLC, J.P. MORGAN	:	
SECURITIES LLC and GOLDMAN, SACHS	:	
& CO.,	:	
	:	
	:	
Defendants,	:	
	:	
– and –	:	
	:	
FACEBOOK, INC., a Delaware corporation,	:	
	:	
Nominal Defendant.	:	
	:	
	:	
	:	
	:	X

**DECLARATION OF SAMUEL H. RUDMAN IN SUPPORT OF DELAWARE
DERIVATIVE PLAINTIFFS’ MOTION TO REMAND ACTION TO STATE COURT
PURSUANT TO 28 U.S.C. §1447(c)**

I, SAMUEL H. RUDMAN, declare as follows:

1. I am a Partner at the law firm of Robbins Geller Rudman & Dowd, LLP, counsel for Plaintiffs in this action and am fully familiar with the matters set forth in this Declaration. I make this declaration in support of Plaintiffs' Motion to Remand.

2. Attached to this Declaration as Exhibit A is a true and correct copy of Memorandum in Support of Nominal Defendant Facebook, Inc.'s Threshold Motion to Dismiss the Derivative Complaints Pursuant to Fed. R. Civ. P. 12(B)(1), 12(B)(3), 12(B)(6), and 23.1, at 3 and 7, filed in *In re Facebook, Inc., IPO Sec. and Deriv. Litig.*, S.D.N.Y. No. 12-md-02389-RWS on November 14, 2012.

3. Attached to this Declaration as Exhibit B is a true and correct copy of Joint Stipulation and Order Pending Resolution of Defendants' Motion to Dismiss the Consolidated Securities Action, filed in *In re Facebook, Inc., IPO Sec. and Deriv. Litig.*, S.D.N.Y. No. 12-md-02389-RWS on November 14, 2012.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of April, 2013, at Melville, New York.

/s/ Samuel H. Rudman
SAMUEL H. RUDMAN

CERTIFICATE OF SERVICE

I, Samuel H. Rudman, hereby certify that on April 23, 2013, I caused a true and correct copy of the attached:

Delaware Derivative Plaintiffs' Notice of Motion to Remand Action to State Court Pursuant to 28 U.S.C. §1447(c);

Memorandum of Law in Support of Delaware Derivative Plaintiffs' Motion to Remand Action to State Court Pursuant to 28 U.S.C. §1447(c); and

Declaration of Samuel H. Rudman in Support of Delaware Derivative Plaintiffs' Motion to Remand Action to State Court Pursuant to 28 U.S.C. §1447(c)

to be: (i) electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such public filing to all counsel registered to receive such notice; and (ii) served by first-class mail to the following counsel:

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/s/ Samuel H. Rudman
SAMUEL H. RUDMAN